

RECORDATION NO. 29585 FILED

DEC 27 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, NW
SUITE 301
WASHINGTON, DC
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 27, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of December 21, 2010, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Transferor: Citicorp Railmark, Inc.
2700 East Bay Drive
Largo, FL 33771

Transferee: Midwest Railcar Corporation
4949 Autumn Oaks Drive
Maryville, IL 62062

Chief, Section of Administration
December 27, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

28 gondola railcars within the series KCS 339106 - KCS 339198 as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

DEC 27 '10 -8 00 AM

MEMORANDUM OF ASSIGNMENT OF LEASE

THIS MEMORANDUM OF ASSIGNMENT OF LEASE (this "Memorandum") dated as of this 21st day of December, 2010 is made by and between Citicorp Railmark, Inc., a Delaware corporation, ("Transferor"), and Midwest Railcar Corporation, an Illinois corporation, ("Transferee" and, together with Transferor, the "Parties").

SURFACE TRANSPORTATION BOARD

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferor, as lessor, and The Kansas City Southern Railway Company (the "Lessee"), as lessee, are parties to that certain Railcar Full Service Leasing Agreement (the "Master Lease") dated as of June 1, 2010 and Rider 2 thereto dated October 1, 2010 (collectively, the "Lease") pursuant to which Lessee is leasing the railcars identified on Schedule 1 attached hereto (the "Equipment").

WHEREAS, pursuant to a Purchase and Sale Agreement dated as of December 21, 2010 between Transferor and Transferee (the "Purchase Agreement"), Transferor agreed to sell the Equipment to Transferee and to assign to Transferee the rights and obligations of Transferor in, to and under the Lease arising after the dates of such sale and assignment under the Purchase Agreement, and Transferee agreed to purchase the Equipment and agreed to such assignment under the Purchase Agreement.

WHEREAS, Transferor and Transferee acknowledge that the only rider subject to the Master Lease being assigned to, and assumed by, Transferee is Rider 2 described above.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment, and the respective interests therein of the Parties.

WHEREAS, this Memorandum may be executed in any number of identical counterparts, any or all of which may contain signatures of fewer than all of the parties but all of which taken together shall constitute a single instrument.

WHEREAS, in the event of any conflict between the provisions of this Memorandum and the provisions of the Purchase Agreement, the provisions of the Purchase Agreement shall control.

NOW, THEREFORE, the Parties agree to the foregoing recitals and agree that Transferee may, at its option and cost, file this Memorandum with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

[Signature Page Follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 
Name: Thomas M. Pawlicki
Title: Senior Vice President

MIDWEST RAILCAR CORPORATION

By: _____
Name: Richard M. Follo
Title: Executive Vice President

State of Maryland)
)
City of Baltimore)

On December ____, 2010 before me, Henryka W. Grys Craig, Notary Public, personally appeared Richard M. Follo, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Notary Public
My Commission expires: 7/6/14

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: _____
Name: Thomas M. Pawlicki
Title: Senior Vice President

MIDWEST RAIL CAR CORPORATION

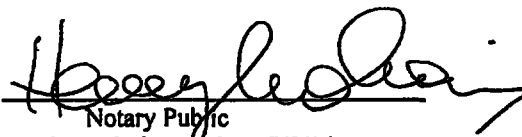
By: 
Name: Richard M. Folio
Title: Executive Vice President

State of Maryland)
)
City of Baltimore)

On December __, 2010 before me, Henryka W. Gryc Craig, Notary Public, personally appeared Richard M. Folio, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

HENRYKA W. GRYC CRAIG
NOTARY PUBLIC STATE OF MARYLAND
County of Baltimore
~~My Commission Expires September 20, 2005~~


Notary Public
My Commission expires: 7/8/14

**SCHEDULE 1
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

THE EQUIPMENT

Twenty eight (28) 1980 Thrall built 100-ton mill gondola railcars bearing the following road marks and numbers:

1	KCS	339106
2	KCS	339109
3	KCS	339111
4	KCS	339114
5	KCS	339118
6	KCS	339122
7	KCS	339128
8	KCS	339134
9	KCS	339137
10	KCS	339142
11	KCS	339146
12	KCS	339150
13	KCS	339151
14	KCS	339155
15	KCS	339159
16	KCS	339167
17	KCS	339170
18	KCS	339172
19	KCS	339177
20	KCS	339180
21	KCS	339184
22	KCS	339185
23	KCS	339186
24	KCS	339189
25	KCS	339195
26	KCS	339196
27	KCS	339197
28	KCS	339198

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/27/10



Robert W. Alvord